# **FORM D**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D



# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL										
OMB Number:	3235-0076									
Expires:	May 31, 2005									
Estimated average b	ourden									
hours per response.	1									

SEC USE ONLY											
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Name of Offering ( check if this is an amendment and name has changed, and indicate change	e.)
Geneva 1031, L.L.C.	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Ru	ale 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DAT	A
Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change	:.)
Geneva 1031, L.L.C.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
2901 Butterfield Road, Oak Brook, Illinois 60523	(630) 218-4916
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	SEC Mail Processing
	Section
Brief Description of Business	360110.
The acquisition and sale of undivided tenant in common interests in real property	ა ი 2008
	APR 29 2008
Type of Business Organization	,
☐ corporation ☐ limited partnership, already formed	other (please specify): Washington, DC
business trust limited partnership, to be formed	limited liability company 111
Month Year	DD0 -
Actual or Estimated Date of Incorporation or Organization: 0 8 0 7	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation	n for State:
CN for Canada: FN for other foreign jurisdiction	Actual Estimated PROCESSED on for State:  DE MAY 0.52008
GENERAL INSTRUCTIONS	

### GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information reque	ested for the follow	ing:			
Each promoter of the iss	uer, if the issuer ha	as been organized within the	past five years;		
<ul> <li>Each beneficial owner h issuer;</li> </ul>	aving the power to	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a class	s of equity securities of the
<ul> <li>Each executive officer a</li> </ul>	and director of corp	orate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
<ul> <li>Each general and manage</li> </ul>	ging partner of part	nership issuers.			
Check Box(es) that Apply:	☑ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)				
Inland Real Estate Ex	change Corpor	ration			
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	☑ Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or  Managing Partner
Full Name (Last name first, if i	individual)				
Geneva Exchange, L.					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook.	Illinois 60523			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)	-			
Geneva 1031, L.L.C.					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)	2.6.20			•
Gujral, Brenda G. •					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)	· · · · · ·		
2901 Butterfield Roa	d, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)	· • •			
Goodwin, Daniel L.	•				
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Parks, Robert D. ◆					
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·		
2901 Butterfield Roa	d, Oak Brook,	Illinois 60523			

<sup>•</sup> These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Geneva Exchange, L.L.C., the manager and sole member of Geneva 1031, L.L.C.

<del></del>	2.	Enter the information	on requested for the following	ησ•	
Fach promoter of the		has been organized within	•	·g.	
Each beneficial owner			ct the vote or disposition of,	, 10% or more of	a class of equity securities
of the issuer; • Each executive officer	and director of cor	morate iccuers and of cor	porate general and managi	na nartners of na	rtnerchin iccuerce and
Each general and man		=	Porate general and managi	.e par mers or pa	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Matlin, Roberta S. •					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
DelRosso, Patricia A	<b> ◆</b>				
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	llinois 60523			
Check Box(es) that Apply;	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Speidel, Susan K. •					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	Ilinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
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Business or Residence Addres					

<sup>•</sup> These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Geneva Exchange, L.L.C., the manager and sole member of Geneva 1031, L.L.C.

	<del></del>			В.	INFORMA	TION ABO	OUT OFFE	RING				
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3. Does	s the offeri	ng permit j	oint owner:	ship of a si	ngle unit?.						$\boxtimes$	
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING				
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2. Wha	ıt is the mir	imum inve	estment tha	t will be ac	cented from	n anv indi	vidual?				\$	437,638*
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

			В.	INFORMA	TION ABO	OUT OFFE	RING				
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				-	·						No
the offerin	ng permit j	oint owners	ship of a si	ngle unit?.		*******					
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If a person to be listed is an associated or with a state or states, list the name of the iated persons of such a broker or dealer, you ne (Last name first, if individual) nault, Michael D. sor Residence Address (Number and Stree 0 California Ave. Ste. 650, Bakersfield Associated Broker or Dealer flobal Which Person Listed Has Solicited or Inte ck "All States" or check individual States) [AK] [AZ] [AR] [CA] [IN] [IA] [KS] [KY] [NE] [NV] [NH] [NJ] [SC] [SD] [TN] [TX]  me (Last name first, if individual) vitz, Ronald sor Residence Address (Number and Stree 1 Ohio Street, San Diego, CA 92104 [Associated Broker or Dealer flobal Capital Corporation  Which Person Listed Has Solicited or Inte ck "All States" or check individual States) [AK] [AZ] [AR] [CA] [IN] [IA] [KS] [KY] [NE] [NV] [NH] [NJ] [SC] [SD] [TN] [TX]  me (Last name first, if individual) lins, Craig and James Spainhower sor Residence Address (Number and Stree South Orem Blvd., Orem, UT 84058 [Associated Broker or Dealer abridge Investment Research [Which Person Listed Has Solicited or Inte ck "All States" or check individual States) [AK] [AZ] [AR] [CA] [Which Person Listed Has Solicited or Inte ck "All States" or check individual States) [AK] [AZ] [AR] [CA]	the issuer sold, or does the issuer intend to sell, to non Answer also in Appendic is the minimum investment that will be accepted from the offering permit joint ownership of a single unit? It is the information requested for each person who has be hission or similar remuneration for solicitation of puring. If a person to be listed is an associated person or with a state or states, list the name of the broker or intended persons of such a broker or dealer, you may set the (Last name first, if individual) hault, Michael D.  So or Residence Address (Number and Street, City, Stato California Ave. Ste. 650, Bakersfield, CA 933. Associated Broker or Dealer Blobal  Which Person Listed Has Solicited or Intends to Solick "All States" or check individual States)	Answer also in Appendix, Colum is the minimum investment that will be accepted from any indition of purchasers in the information requested for each person who has been or will hission or similar remuneration for solicitation of purchasers in ing. If a person to be listed is an associated person or agent of a or with a state or states, list the name of the broker or dealer. If n iated persons of such a broker or dealer, you may set forth the in the (Last name first, if individual) hault, Michael D.  Sor Residence Address (Number and Street, City, State, Zip Cotto (California Ave. Ste. 650, Bakersfield, CA 93309)  Associated Broker or Dealer (Individual) States)  [AK] [AZ] [AR] [CA] [CO] [CT] [IN] [IA] [KS] [KY] [LA] [ME] [NE] [NV] [NH] [NJ] [NM] [NY] [SC] [SD] [TN] [TX] [UT] [VT] (VT)  me (Last name first, if individual) vitz, Ronald (Sor Residence Address (Number and Street, City, State, Zip Cotto (California Acceptable) (Number and Street, City, State, Zip Cotto (California Acceptable) (Number and Street, City, State, Zip Cotto (California Acceptable) (Number and Street, City, State, Zip Cotto (California Acceptable) (Number and Street, City, State, Zip Cotto (California Acceptable) (Number and Street, City, State, Zip Cotto (California Acceptable) (Number and Street, City, State, Zip Cotto (California Capital Corporation)  Which Person Listed Has Solicited or Intends to Solicit Purchatek "All States" or check individual States).  [AK] [AZ] [AR] [CA] [CO] [CT] [NN] [NN] [NN] [NN] [NN] [NN] [NN] [N	he issuer sold, or does the issuer intend to sell, to non-accredited investors  Answer also in Appendix, Column 2, if filing is the minimum investment that will be accepted from any individual?  the offering permit joint ownership of a single unit?	Answer also in Appendix, Column 2, if filing under UI. is the minimum investment that will be accepted from any individual?	Answer also in Appendix, Column 2, if filing under ULOE.  is the minimum investment that will be accepted from any individual?	Answer also in Appendix, Column 2, if filing under ULOE.  is the minimum investment that will be accepted from any individual?	Answer also in Appendix. Column 2, if filing under ULOE.  is the minimum investment that will be accepted from any individual?

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

<del></del>				В.	INFORMA	TION ABO	OUT OFFE	RING			•	
											Yes	No
1. Has	the issuer s	old, or doe										$\boxtimes$
			A	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. Wha	at is the min	imum inve	stment tha	t will be ac	cepted from	n any indi	vidual?				\$	437,638*
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	of Associate	•					<u> </u>				-	
	thel Fisher									<u>_</u>		<u>,                                    </u>
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 $<sup>\</sup>boldsymbol{*}$  A smaller amount may be accepted by the company, in its sole discretion.

	<del></del>			В.	INFORMA	ATION ABO	OUT OFFE	RING			•	
							-				Yes	No
I. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?			×
					in Append							
2 11/15								-			¢	437,638*
2. Wh	at is the min	imium mve	sineni ma	ii wiii be ac	cepted from	in any mai	viduai /		• • • • • • • • • • • • • • • • • • • •		Ф	437,036
1 D	ale a const		. • . •	-1.161	1						Yes	No
										••••••	$\boxtimes$	
com offe and	er the information or ring. If a poor with a solution of the control of the contr	similar ren erson to be ate or state	nuneration listed is and s, list the r	for solicita associated ame of the	tion of pure d person or broker or o	chasers in agent of a dealer. If n	connection broker or c nore than fi	with sales lealer regis ve (5) pers	of securition tered with ons to be li	es in the the SEC isted are		
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	5 East Ma			ington, N	Y 11743							
	of Associate  C Securities		r Dealer									
			d Has Solid	cited or Inte	ends to Sol	icit Purcha	sers	<del></del>	<del></del>			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												ll States
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

	- · · · · · · · · · · · · · · · · · · ·			В.	INFORMA	TION ABO	OUT OFFE	RING				
											Yes	No
1. Has t	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offer	ring?			×
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2 111					• •			-			•	427 (20*
2. Wha	t is the mir	ıımum ınve	stment tha	t will be ac	ccepted from	m any indi	vidual?	• • • • • • • • • • • • • • • • • • • •			<u> </u>	437.638*
											Yes	No
3. Does	the offeri	ng permit j	oint owner	ship of a si	ngle unit?.		*****************					
comi offer and/	mission or ing. If a poor or with a st	similar ren erson to be ate or state	nuneration listed is ar s. list the n	for solicita associated ame of the	tion of pure d person or broker or	chasers in a gent of a dealer. If n	be paid or connection broker or c nore than fi nformation	with sales lealer regis ve (5) perse	of securitie tered with ons to be li	the SEC sted are		
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				r and Stree Mulu, HI 9	t, City, Sta	te, Zip Coo	de)					
	f Associate			71010, 111 3	70013	<u> </u>						
	Beck, Inc.	o Dioxer	n Bealei									
States in	n Which Pe	erson Liste	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												ll States
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING				
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1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	l investors	in this offer	ring?			$\boxtimes$
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. Wha	at is the min	imum inve	estment tha	t will be ac	cepted from	n any indi	vidual?				. \$	437,638*
					•	•					Yes	No
3. Doe	s the offeri	ng permit j	oint owner:	ship of a si	ngle unit?			•••••••				
com offe and/	er the information or ring. If a polyor with a stociated personal property of the property of the control of th	similar ren erson to be ate or state	nuneration listed is ares. list the n	for solicita associated ame of the	tion of pure I person or broker or o	chasers in a agent of a dealer. If n	connection broker or o nore than fi	with sales lealer regis ve (5) perse	of securitie tered with ons to be li	es in the the SEC sted are		
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	of Associate											·
	rgan Keega											
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Name o	of Associate	ed Broker o	or Dealer									
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

<u></u>				B.	INFORMA	TION ABO	OUT OFFE	RING				
				, .	-		<del></del>				Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									. 🔲	$\boxtimes$		
			Α	nswer also	in Append	lix, Colum	n 2, if filinį	g under UL	OE.			
2. What is the minimum investment that will be accepted from any individual?									. \$	437,638*		
											21	
3. Does	the offeri	ng permit j	oint owners	ship of a si	ngle unit?.	••••••					Yes . 🔯	No
comi offer and/o	mission or ing. If a p or with a st	similar ren erson to be ate or state	nuneration listed is ar s. list the n	for solicita associated ame of the	tion of pun I person or broker or (	chasers in a gent of a dealer. If n	be paid or connection broker or conce than finformation	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
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	f Associate	•		ekport, w	17 01200							
	nex Investi		n iscarci									
			d Has Solic		ends to Sol	icit Purcha	sers				🔲 A	ll States
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold Debt ..... -0--0-Equity ..... Common ☐ Preferred Convertible Securities (including warrants)......\$ \$ Partnership Interests.....\$ -0--0-\$ 13,993,452.11 \$ 14.879,700 \$ 13,993,452.11 Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$ 13,993,452.11 Accredited Investors Non-accredited Investors ..... -0-Total (for filings under Rule 504 only) ..... ------Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 ...... Regulation A..... \$ Rule 504 ..... \$ Total ..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... $\boxtimes$ Printing and Engraving Costs 45,000 $\boxtimes$ Legal Fees. Accounting Fees $\times$ -0- $\times$ -0-Engineering Fees \$ 901,800 Sales Commission (specify finders' fees separately) Other Expenses (identify) Marketing..... \$ 150,300

Total \_\_\_\_\_

\$ 1,097,100

	C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXPENSES ANI	USE OF I	PROCEEDS				
b.	b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."							
5.	each of the purposes shown. If the an check the box to the left of the estima	isted proceeds to the issuer used or proposed to be sount for any purpose is not known, furnish an este. The total of the payments listed must equal the in response to Part C - Question 4.b above.	timate and					
				Payments to Officers. Directors & Affiliates		Payments To Others		
	Salaries and fees		🗖 .	\$		\$		
	Purchase of real estate			\$		\$11,943,743		
	Purchase, rental or leasing and in	stallation of machinery and equipment		<u> </u>		\$		
	Construction or leasing of plant b	ouildings and facilities		\$		\$		
	offering that may be used in excl	including the value of securities involved in this lange for the assets or securities of another issuer		\$		\$		
	Repayment of indebtedness			\$		\$		
	Working capital		🗖	\$		\$		
	Other (specify): Acquisition Fe	e, O&O Expenses, Closing Costs	🛛	\$ 1,438,857	⊠	\$ 400,000		
	Column Totals		🛛	\$ 1,438,857	⊠	\$ 12,343,743		
	Total Payments Listed (column t	otals added)		<b>⊠</b> <u>\$</u>	3 13,782,600			
		D. FEDERAL SIGNATURE						
foll	owing signature constitutes an underta	ne signed by the undersigned duly authorized persiking by the issuer to furnish to the U.S. Securitie ned by the issuer to any non-accredited investor p	s and Exch	ange Commissi	ion, u	on written		
Issu	ner (Print or Type)	Signature		Date				
Ger	neva 1031, L.L.C.	Patricia a. belkosso		4/24/0	8_			
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)	_					
Date	ricia A. DelRosso	President, Inland Real Estate Exchange Cor				eneva		

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
	presently subject to any of the disqualification prov	
	See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	to furnish to any state administrator of any state in vas required by state law.	which this notice is filed, a notice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon written	n request, information furnished by the
Limited Offering Exemption (ULOE) of t	e issuer is familiar with the conditions that must be sa he state in which this notice is filed and understands ishing that these conditions have been satisfied.	
The issuer has read this notification and known undersigned duly authorized person.	ows the contents to be true and has duly caused this	notice to be signed on its behalf by the
Issuer (Print or Type)	Signature	Date
Geneva 1031, L.L.C.	Patricia a. Selhosso	4/24/08
Name (Print or Type)	Title (Print or Type)	

President, Inland Real Estate Exchange Corporation, the sole member of Geneva Exchange, L.L.C.. the manager and sole member of Geneva 1031, L.L.C.

### Instruction:

Patricia A. DelRosso

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

1	Intend to non-ac investors (Part B	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		⊠	Undivided fractional interests in real estate \$14,879,700	2	\$382,596.23	-0-	-0-		Ø
AR									
CA		⊠	Undivided fractional interests in real estate \$14,879,700	7	\$2,964,832.55	-0-	-0-		⊠
со						!			
СТ									
DE									
DC									
FL		⊠	Undivided fractional interests in real estate \$14,879,700	1	\$402,953.74	-0-	-0-		⊠
GA									
ні		⊠	Undivided fractional interests in real estate \$14.879,700	2	\$617,499.18	-0-	-0-		⊠
ID									
IL		⊠	Undivided fractional interests in real estate \$14,879,700	10	\$5,567,535.64	-0-	-0-	0	Ø
IN									
IA									
KS					<u>.</u>		-		
KY									
LA									
ME									
MD									
МА		⊠	Undivided fractional interests in real estate \$14.879,700	1	\$429,534.33	-0-	-0-		⊠
М		1 🗇		ĺ					

# APPENDIX

	2	2	3			4		1 :	5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MN										
MS					<del></del>					
МО		×	Undivided fractional interests in real estate \$14,879,700	ł	\$464,791	-0-	-0-		⊠	
MT		⊠	Undivided fractional interests in real estate \$14,879,700	1	\$735,846.78	-0-	-0-		Ø	
NE										
NV					:					
NH										
NJ										
NM										
NY		⊠	Undivided fractional interests in real estate \$14,879,700	2	\$415,000	-0-	-0-		Ø	
NC										
ND										
ОН										
ОК										
OR		Ø	Undivided fractional interests in real estate \$14,879,700	2	\$534,000	-0-	-0-		Ø	
PA		Ø	Undivided fractional interests in real estate \$14,879,700	ı	\$436,638	-0-	-0-		×	
RI										
SC										
SD										
TN										
TX										
UT		⊠	Undivided fractional interests in real estate \$14,879,700	1	\$603,586.66	-0-	-0-		Ø	
VT										

#### APPENDIX 3 4 2 Disqualification under State ULOE Type of security and aggregate (if yes, attach Intend to sell to non-accredited offering price Type of investor and explanation of amount purchased in State waiver granted) investors in State offered in state (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited Yes No Investors State Yes No Investors Amount Amount $\boxtimes$ VA $\boxtimes$ Undivided \$437,638 -0--0fractional interests in real estate--\$14,879,700 WA WV WI WY

PR

